

# RANDOLPH-SHEPPARD VENDORS OF AMERICA™

## Constitution and Bylaws

### ARTICLE I - NAME

The name of the organization is Randolph-Sheppard Vendors of America™, Inc., hereinafter referred to as “RSVA™” or “organization”.

### ARTICLE II - PURPOSE

In addition to those purposes set forth in the Articles of Incorporation, the purpose of this organization is to bring together blind persons engaged in the operation of vending facilities, and individuals and groups supporting the goals and objectives of this organization, its members, and the Randolph-Sheppard vending facility program, in order to:

A. Provide a continuing forum for the expression of the views of licensed blind vendors, trainees, retired blind vendors, and blind employees participating in, or affected by, the Randolph-Sheppard vending facility program and to promote the exchange of information

and ideas among licensed blind vendors throughout the nation, including exchanges with vendors who are not members of RSVA™; consulting with, and exchanging information and ideas with state licensing agency officials, professionals with blindness and low vision, members of organizations of and for the blind, and other individuals and groups.

B. Protect the interests of blind persons engaged in the operation of the Randolph-Sheppard vending facilities under the Randolph-Sheppard program by jointly and commonly defending against direct and collateral attacks upon vendors and their program at all levels, by engaging in mutual support (including participation in litigation, where necessary), and by acting as a unified force for change and improvement in the program.

C. Promote the expansion and improvement of the Randolph-Sheppard program and the economic benefits and employment opportunities for blind vendors throughout the United States. Working for the economic betterment of all blind vendors and their employees through improvement in the Randolph-Sheppard program; continued education of vendors, federal, state, and local government officials, including members of congress; expansion of vending opportunities and volume buying and rebate programs through subsidiary operations such as the Randolph-Sheppard Vendors Service Corporation; and through any other means available.

D. Assist in promoting the purposes of the American Council of the Blind through affiliation and participation in that organization.

E. Operate as a not for profit corporation under the applicable sections of the current or future Internal Revenue Code 501-C, and any subsequent Federal laws and or regulations that may apply.

## ARTICLE III – MEMBERSHIP

### Section 1. REGULAR MEMBERSHIP

Any blind person who is a licensed operator, former licensed vendor, trainee, or employee in a Randolph-Sheppard vending facility is eligible for regular membership in the organization.

### Section 2. LIFE MEMBERSHIP

Any regular member of the organization, as described in Section 1 of this Article, may seek life membership in the organization:

2.1. If (1) such member has been a member of RSV<sup>A</sup>™ for a total of at least ten (10) years; and (2) such member has retired from operating a vending facility.

2.2. If such member contributes \$200.00 Life Membership dues.

2.3. If such member is The Past President of this organization.

A. Upon the presentation of proof of the qualifications stated above, such member shall be accorded the status of life membership upon a favorable vote of the membership at an annual or other meeting of the organization.

B. A life member shall not be required to pay any dues, and shall be entitled to all rights and privileges accorded to a regular member of the organization. Nothing in this document shall affect the right of a life member to retain membership in an affiliate of this organization.

C. Life Membership in President's Council. Any person, or entity, in good standing, who meets the membership qualifications set forth in Section 1 or Section 4 above is eligible to become a Life Member of the President's Council upon acceptance of an application to the membership committee and the payment of \$1,000.00. Life Membership in the President's Council is not intended in anyway to replace or substitute for Life Membership provided for in Section 2.1 of this document.

D. A Life Member in the President's Council is not responsible for paying the established dues to RSV<sup>A</sup>™.

### Section 3. MEMBERSHIP AT LARGE

Any regular or associate member who is not a member of an affiliate shall be termed a Member-At-Large.

### Section 4. ASSOCIATE MEMBERSHIP

A. Associate Membership. Any interested person, group, agency, association, or corporation wishing to support the aims, goals, and purposes of the organization may be admitted to associate membership in the organization. Such associate members shall not exceed forty (40) percent of the total number of members in the organization.

Any agency, group, association, or corporation that becomes an Associate member shall have one vote on any business voted upon at RSVA™ membership meetings. That vote may be cast by the individual designated by the agency, group, association, or corporation who is present at such meetings.

Associate members may only be elected to serve in the offices of Treasurer or Secretary.

### Section 5. AFFILIATE MEMBERSHIP

A. Five or more regular members of this organization may establish and maintain, subject to such qualifications and requirements as may be set forth in this document, an affiliate organization in any state or territory of the United States, or in the District of Columbia.

B. The purpose of establishing an RSVA™ affiliate shall be to strengthen the national organization through participation in accomplishing RSVA™'s purposes and to provide blind licensed vendors an opportunity to organize and advocate for the Randolph-Sheppard vending program on a state level.

C. Affiliate Organizations. In order to qualify as an affiliate of RSVA, a constitution/bylaws, a list of officers, and a list of members shall be submitted to and approved by the RSVA™ Board of Directors. There shall be no more than one affiliate of RSVA™ in any state, territory or possession of the United States, or the District of Columbia.

D. New affiliates must complete all requirements for membership specified in this section along with the payment of dues at least 45 days prior to the annual convention in order to be able to vote at that annual convention

## Section 6. NONVOTING MEMBERSHIPS

### A. Sponsor/Corporate Membership

Any nonprofit organization or individual may be admitted as a sponsor member. Any for profit business, corporation, association, or entity may be admitted as a corporate member.

B. President's Council \$10,000.00 or more. Members of the President's Council are the highest level of

support for the efforts of blind men and women who own and operate their own businesses. Corporate Members shall receive a plaque of the RSVA™ logo suitable for displaying in a prominent public area of the corporation's offices. In addition, members shall be invited to the Annual meeting where they will be honored. Members of the President's Council, and their business, shall be prominently profiled in an issue of the Vendorscope detailing their contribution to the efforts of RSVA™ to work for increased business opportunities for blind and visually impaired business men and women. The profile will not only discuss the personal achievement of the Sponsoring Corporate Member, but will list the products or services, which it provides to Randolph-Sheppard owner/managers.

C. Entrepreneurs Development Membership-  
\$5,000.00.

Each Entrepreneurs Development Member shall receive a bronze plaque suitable for displaying in a public area of the corporate offices. A representative of the Entrepreneurs Development Member shall be invited to the annual meeting of RSVA™, to be honored. The Entrepreneurs Development Member and their business shall be prominently profiled in an issue of the Vendorscope. This profile shall show how each such member has contributed to entrepreneurialism among blind and visually impaired businessmen and women. In addition, the profile will

list the products or services provided to Randolph-Sheppard owner/managers.

D. Small Business Growth Membership \$2,500.00.

Each Small Business Growth Member shall receive a plaque suitable for displaying in the public area of the offices of the member. In addition, such member shall be profiled in an issue of the Vendorscope.

E. Blindness Supporting Membership - \$1,000.00.

Each Blindness Supporting Member shall receive a Service Certificate suitable for displaying in the offices of the member. Each Supporting Member shall be listed in an annual issue of the Vendorscope.

## ARTICLE IV – VOTING

### Section 1. REGULAR-ASSOCIATE-LIFE MEMBER-MEMBER-AT-LARGE

Each regular, associate, life member, or member-at-large in good standing (Dues paid and no unresolved offenses) shall be entitled to cast one (1) vote on any matter voted upon by the membership at the annual convention of the organization or at any other membership meeting.



## Section 2. AFFILIATES MEMBERS

The designated/qualified delegate of an affiliate of the organization shall be entitled to cast one (1) vote for every five (5) of its members or major fraction thereof in good standing (Dues paid and no unresolved offenses) on any matter voted upon by the membership that requires a roll call vote at the annual convention of the organization or at any other membership meeting.

## Section 3. CHALLENGES

A challenge to the voting status of any voting member or affiliate may be brought to the Board of Directors who, after reviewing the facts associated with the challenge, may decide the issue or submit the issue to the membership for a decision at the annual convention.

## Section 4. PROCEDURE

All matters to be voted upon, not requiring a roll call vote, should be voted on by a voice vote, standing vote, general or unanimous consent. RSVA™ shall conduct a Roll Call vote during business meetings for all contested elections. Non contested elections may be by voice vote or acclamation.

A member may request a Roll Call vote on any matter of RSVA™ business after a vote on that business has been conducted, by introducing a motion that a Roll Call vote be conducted. The motion calling for a roll

call vote may only be voted on if supported by ten percent of the members present standing with the maker of the motion and, if voted on, a majority vote is required for adoption.

## ARTICLE V – DUES

### Section 1. DUE DATES

A. Dues paying members are to submit annual dues to the Treasurer. Any change in the current dues, as recommended by the Board of Directors and ratified by the membership at the annual convention, shall be published in the Vendorscope.

B. Dues are payable by current members on or before January 1 of each year for credit in the associated calendar year. Dues are delinquent if not paid by February 15th of that year. A member whose dues are delinquent after the first weekday in March shall be ineligible to vote at the annual convention.

### Section 2. NON PAYMENT OF DUES

Dues not paid for the current year by the end of the annual convention shall subject the member to action decided by the Board of Directors which may include, but not be limited to, loss of membership or extension of time to pay the required dues.

### Section 3. NEW MEMBERS

Regular, associate, life member, member-at-large, or affiliates establishing new memberships and having met all requirements except payment of dues-must pay the established dues at least thirty days prior to the annual convention business meeting of the current year in order to be eligible to vote at that meeting or any other meeting of the organization.

### Section 4. CONTRIBUTIONS

There shall be established and maintained by the Treasurer of RSVA™ the Durward K. McDaniel Memorial Fund, to which donations and contributions may be made by RSVA™ members and any other person, group, association, or corporation for the purpose of providing legal support for the prosecution, defense, or support of any litigation of national importance as determined by the Board of Directors. The Board of Directors may establish any other fund to benefit RSVA™ by majority vote.

## ARTICLE VI – BOARD OF DIRECTORS

### Section 1. OFFICERS AS DIRECTORS

In addition to performing duties as officers of the organization, each officer shall also be a member of the Board of Directors, and shall be subject to all the

requirements, limitations, and privileges imposed upon and or enjoyed by a director.

## Section 2. NUMBER AND ELECTION

A. the Board of Directors shall consist of fourteen (14) members-the five (5) elected officers and the nine (9) elected directors. The President may appoint the immediate past president to serve on the board until the next immediate past president is eligible to serve. The Board of directors may remove an immediate past president by a two thirds vote of the Board members present and voting.

B. There shall be the following elected officers of the organization: A President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The President, the Second Vice President, and the Secretary shall be elected at the annual convention in even numbered years. The First Vice-President and the Treasurer shall be elected at the annual convention in odd numbered years. An officer may serve no more than four (4) consecutive two (2) year terms. For the offices of Secretary and Treasurer, there will be no term limitation.

C. There shall be nine (9) directors. Four directors shall be elected at the annual convention in even numbered years and five directors shall be elected at the annual convention in odd numbered years. A director may serve no more than four (4) consecutive

two (2) year terms, except as set forth in this document.

Candidates for office shall be present at the annual convention unless extenuating circumstances warrants their absence and a written consent to be elected is presented.

D. No more than two (2) individuals may be elected for the board of directors or as officers, three maximum, from any one affiliate. In cases where there is no affiliate, no more than one (1) individual may be elected for the board of directors or as an officer, two maximum from a state, territory, or the District of Columbia.

E. Only voting members may be elected to the Board of Directors, except that an associate member may be elected to the offices of Secretary and Treasurer.

F. All elected officers and directors are to serve term limits as specified above beginning at the end of the convention that elects them until the end of the convention that elects and certifies their successors. Should appointment(s) to an office or directorship become necessary, an officer or director who serves more than half of a term on the Board, shall have that time served counted as a full term in office.

G. A vacancy in the office of the President shall be filled by the First Vice President. The Second Vice President shall become the First Vice President thereby creating a vacancy in the office of Second

Vice President which shall be filled by appointment of the new President. All other vacancies on the Board, officers or directors, shall be filled by the President unless determined otherwise by the Board.

H. Directors shall not receive any salary for their service. However, by resolution of the Board, a fixed fee or reimbursement of expenses may be allowed for attendance at each meeting of the Board. Nothing in this document shall be construed to preclude any Director from serving the organization in any other capacity as an officer, agent, employee, or otherwise and receiving compensation thereof.

I. The Board of Directors of RSVA™ shall be the voting members of the Randolph-Sheppard Vendors Service Corporation in addition to any other members the RSVA™ board deems necessary.

### Section 3. MEETINGS-NOTICE-QUORUM

Regular Board meetings shall be noticed individually to each Board member at least two (2) weeks prior to such meetings. Special meetings of the Board shall be noticed not less than 24 hours prior to such meetings. Waiver of these notice provisions may be approved in writing by a majority of the Board.

Notice of regular or special Board meetings may be in person or through any electronic means by the person authorized to call such meetings. The conduct of such meetings include, but are not limited to, introduction of motions, debate, and voting, and may be conducted

by any electronic means provided all participants may hear each other at the same time.

A quorum for meetings of the Board shall be a majority of the entire Board (14) which is eight (8). In the absence of a quorum, the organization shall follow the rules established in their adopted parliamentary authority.

#### Section 4. POWER-AUTHORITY-DUTIES

The Board of Directors shall be the governing body of the organization between conventions, and such Board may appoint an Executive Committee of the Board to carry out its normal operations and policies between Board meetings. No decision may be made or action taken by the Board which is in conflict with a prior policy or decision made by the membership, or is in conflict with this document or any higher authority (Federal or State Statutes-Articles of Incorporation) to which the Board may be subject. The Executive Committee shall not make any decision or take any action in conflict with a prior decision or action of the Board of Directors or any higher authority.

A. the Board of Directors is hereby granted the authority:

To make such policy, rules, and regulations for the conduct of the business of the organization as they deem necessary, consistent with the aforementioned governing laws and documents, and the nature and purposes of the organization.

To change the principal office of RSVATM for the transaction of the business of the organization, and to establish such subsidiary or branch offices as may be necessary, and to designate the time and place of meetings of the Board of Directors.

To borrow money and incur indebtedness for the benefit and purposes of the organization and to receive and invest funds and assets of the organization.

B. The general duties of the officers and directors of the organization shall be those prescribed in the most current edition of Robert's Rules of Order Newly Revised and those enumerated below.

1. The Secretary shall make available to each member a written summary of all official actions taken at any duly convened meeting of RSVATM or its Board of Directors, and shall furnish minutes of all such meetings to the Board of Directors. The Secretary shall maintain such records and documents as is customary until directed otherwise by the Board of Directors. Such records and documents may include, but is not limited to, official minutes and papers, Constitution and Bylaws, credential reports, and a list of current memberships. The RSVATM Office may maintain such records and documents as is customary, to include, but not be limited to, the seal of the organization, official papers, Articles of Incorporation, Constitution and Bylaws, and a current file of affiliates and or memberships.



2. The Treasurer, administrative assistant, and the secretary shall maintain a roll of members in good standing and the treasurer shall present a financial report at each regular meeting of the membership. The Treasurer report will provide at a minimum current account balances for all RSVA™ bank accounts at all meetings of the Board of Directors.

The President and Treasurer shall be bonded in an amount established by the Board of Directors. The Treasurer shall disburse, withdraw, and invest funds of the organization (other than normal operations) only at the direction of the President or the Board of Directors. The president can approve expenditures up to \$1000 between board meetings. The treasurer must purchase board liability insurance. The Treasurer shall disseminate a full, current as of the end of the previous quarter, financial report of the organization in hard copy by mail or electronic form to the Board of Directors no later than five (5) working days prior to all regularly scheduled meetings of the Board of Directors.

For the purposes of accounting for the finances of the organization, the fiscal year shall be January 1 through December 31. The treasurer shall furnish to the Certified Public Accountant the monthly bank statement for each bank account of RSVA™. The CPA shall reconcile such bank statement. The CPA shall prepare the treasurer's report at the end of each calendar quarter which the treasurer shall distribute to the Board of Directors of Randolph-Sheppard

Vendors of America™. This should include an income statement and the difference between the budget line items and actual expenses and receipts. The treasurer should provide a treasurer's report at each regular board meeting that includes the beginning balance and ending balance of each checking account.

The Financial Review Committee shall conduct a review of the Tax Return and financial reports of the organization each year at the time of the mid-year meeting. Any affiliate using RSVA™'s Group Tax Exemption Letter shall furnish to the RSVA™ treasurer annually a copy of its 990, if any, or its financial statement. In addition, all affiliates shall furnish to the treasurer annually a list of Officers and Board of Directors and a copy of their Constitution and Bylaws.

#### Section 5. REMOVAL-OFFICERS-DIRECTORS-MEMBERS

Normally the final vote to remove an officer or director is accomplished by the body or person that elected or appointed the officer or director. However, varying circumstances may prevail and caution is highly recommended.

A. The Board of Directors, by a two-thirds (2/3 vote), shall initiate any removal proceedings when the actions of an officer or director are such that removal

from an elected or appointed position is being considered by following one or more of the following:

1. Recommend to the officer or director involved that the submission of a resignation may be in the best interest of all concerned. OR

2. Consult an attorney so that any action(s) taken by the Board or the membership does not violate the officers or directors basic rights. OR

3. Follow the procedures specified in the disciplinary section of Robert's Rules of Order Newly Revised.

B. Members may be denied continuation of membership for, but not limited to, one or more of the following reasons:

1. Non payment of dues unless granted an extension and or a waiver by a two-thirds (2/3) vote of the Board of Directors after the board member has submitted to the Board a request and or supporting evidence.

2. The commission of any act that reflects negatively on the reputation of RSVA™ as determined by a two-thirds (2/3) vote of the Board of Directors.

3. The commission and conviction of a felony after becoming a member of RSVA as determined by public records.

4. Failure to carry out the duties or requirements of membership, elected office, or of assignments which they have accepted and failed to perform as

evidenced by facts substantiating the actions or inactions of the board member and a two-thirds (2/3) vote of the Board of Directors.

## ARTICLE VII – COMMITTEES

### Section 1. STANDING COMMITTEES

The standing committees of the organization shall be: Awards, Constitution and Bylaws, Convention, Credentials, Finance and Budget, Legislative, Membership, Public Relations, Publications, Resolutions, and Ways and Means.

The Chairman of each standing committee shall be appointed by the President. The Chairman, in consultation with the President, shall select the members of the committee in sufficient numbers to carry out the duties of their committee. Each committee shall have a minimum of three (3) members-a Chairman and two (2) members.

Vacancies in the chairmanship of a committee shall be filled by appointment by the President and vacancies in the membership of a committee shall be filled by the Chairman of the committee, in consultation with the President. The President will serve as an ex-officio member of all committees with the exception of the nominating committee.

Meetings of committees may be by electronic means provided all members participating can hear each other at the same time.

A majority of the members of a committee shall constitute a quorum for the conduct of business.

Meetings of committees shall be at the call of the Chairman or as otherwise stated in this document and sufficient notice may be in person or by any electronic means.

## Section 2. NOMINATING COMMITTEE

A nominating committee shall be established prior to or at the annual convention and shall adhere to the following:

A nominating committee, established prior to or at the annual convention, shall present a slate of candidates for election to the offices and directorships that are due to be voted on at the business meeting of the annual convention.

The Chairman of the committee shall be appointed by the President. The President shall have no vote and shall not be a member of the committee. The committee shall consist of one delegate from each affiliate, appointed by the member's affiliate, and such delegate shall be recorded by the Secretary at the opening roll call of the annual convention. The nominating committee delegates may not run for

office unless that delegate is the only representative from that affiliate attending the convention.

The President shall appoint a parliamentarian to attend the Nominating Committee meeting. The President may seek general consent to authorize the parliamentarian to serve as Chair of the proceedings of the Nominating and or the election process unless objected to by any member.

### Section 3. FINANCE AND BUDGET

This committee shall be comprised of the Treasurer and two (2) other members. The committee shall submit an annual budget for approval by the Board of Directors during an interim Board meeting prior to the annual convention.

### Section 4. CREDENTIALS COMMITTEE

This committee shall be comprised of the Treasurer and two (2) other members. The committee is authorized to, and shall, certify the qualifications of voting members of RSV<sup>A</sup>™ in accordance with this document. The committee shall make a preliminary report at the opening session of each annual convention, and shall make a final report at the opening of the regular business meeting of each annual convention.

### Section 5. OTHER COMMITTEES

The President may, subject to ratification by the Board of Directors, establish from time to time such

other standing committees as may be necessary to carry out the purposes of RSVA™. Special or Ad Hoc committees may be established by the President during a Board of Directors or a membership meeting on a needs basis.

## ARTICLE VIII – MEETINGS

### Section 1. ANNUAL CONVENTION

The time and place for the next annual convention shall be designated by the membership at the current annual convention.

### Section 2. BOARD MEETINGS

A. There shall be a pre-convention meeting of the Board of Directors held immediately prior to the annual convention, to be held at the same location as the annual convention, and there shall be a post-convention meeting of the Board of Directors held within 30 days following the annual convention.

B. There shall be an interim in person meeting of the Board of Directors during the Sagebrush conference, the day of which shall be established at least sixty days in advance by the Board of Directors or the President.

C. There shall be at least two other interim meetings of the Board of Directors other than the meetings set

forth in paragraphs A and B of this section, the day and place of which shall be agreed to at least thirty days in advance by the Board of Directors.

D. Special and emergency meetings may be called by the President, or upon approval of a majority of the Board of Directors.

## ARTICLE IX - PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order Newly Revised shall govern the conduct of business in this organization in all cases to which it applies and is not inconsistent with this document or in conflict with any special rules of order the organization might adopt or to any higher authority to which it may be subject.

## ARTICLE X – AMENDMENTS

### Section 1. AMENDMENTS

A. This document may be amended by a two-thirds (2/3) vote of the membership present and voting at any annual convention.



B. Any proposed amendment shall be submitted to the Chair of the Constitution and Bylaws committee of the organization for its approval, amendment or rejection, not less than sixty (60) days prior to the date of the convening of the annual convention to which it is to be presented.

C. A proposed amendment must be noticed to each member of the organization not less than thirty (30) days prior to the annual convention to which it is to be presented. Notice shall include publication in or by one or more of the following: U.S. Mail, RSVA™ Vendorscope, e-mail or other electronic communication.

D. Amendments, unless otherwise specifically provided for in any such amendment or by a proviso attached to the amendment, shall take effect immediately upon the close of the annual convention at which the amendment is adopted.

## ARTICLE XI - RSVA OFFICE

RSVA™ is incorporated in the District of Columbia. The principal office of the organization shall be in Louisiana, or in any other location as determined by a majority vote of the Board of Directors. Except in emergency circumstances, the membership of RSVA™ shall ratify any change in the location of the

principal office of the organization following a vote of the Board of Directors. The registered office of the organization for corporate purposes shall be in the District of Columbia.

## ARTICLE XII - DISSOLUTION

The organization may be dissolved by a three-fourths vote of the membership at a regular or special meeting called for the purpose to dissolve RSVA™. No officer, director, or member may profit from the distribution of the assets of the organization. All assets are to be distributed to another not for profit organization. It is strongly advised that an attorney be engaged to assist the organization in the dissolution process.

Adopted by the membership at the annual convention in Minneapolis, MN.

Attest: July 4, 2016 Donna Seliger, Secretary